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WC 11-173

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Before the
Federal Communications Commission

Joint Application of)
)
UPH Holdings, Inc.,)
)
UPH Acquisition Sub Inc.,)
)
J. Michael Holloway,)
)
nWire, LLC,)
)
Pac-West Acquisition Company, LLC,)
)
and)
)
Pac-West Telecomm, Inc.)
)
For Consent to Transfer Control of a Company)
Holding an International Authorization and)
Blanket Domestic Authorization to Provide)
Telecommunications Service Pursuant to)
Section 214 of the Communications Act of 1934,)
As Amended, and a Company Holding Blanket)
Domestic Authorization to Provide)
Telecommunications Service Pursuant to Section)
214 of the Communications Act of 1934, As)
Amended)

Docket No. _____

APPLICATION

UPH Holdings, Inc. ("UPH"), UPH Acquisition Sub Inc. ("UPH-AS"), Pac-West Acquisition Company, LLC ("PWAC"), and Pac-West Telecomm, Inc. [FRN: 0001735224] ("Pac-West"), by their counsel and pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Sections 63.03, 63.04, and 63.24(e) of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.04, and 63.24(e), hereby respectfully request that the Federal Communications Commission (the "Commission") grant them the authority necessary to consummate a transaction (the "Transaction") involving the transfer of control of

Pac-West, including its wholly-owned subsidiaries Pac-West Telecomm of Virginia, Inc. and Tex-Link Communications, Inc., as a result of the planned acquisition of 100 percent of the issued and outstanding shares of Pac-West by UPH. Pac-West provides domestic interstate service, pursuant to blanket authority granted by the Commission, and international services pursuant to an authorization issued by the Commission in File No. ITC-ASG-19960701-00287, formerly known as File No. ITC-96-371-AL.¹

Under the proposed Transaction, the current shareholders in PWAC, the parent company of Pac-West, will obtain a 29.45 percent ownership interest in UPH. UPH has an indirect subsidiary, nWire, LLC [FRN: 0019997907] (“nWire”), which provides domestic interstate service pursuant to blanket authority granted by the Commission. Upon PWAC obtaining a 29.45 percent ownership interest in UPH, J. Michael Holloway – an individual who currently indirectly owns more than 50 percent of UPH – will own less than 50 percent of UPH and, in turn, no longer have *de jure* indirect control of nWire. Accordingly, Mr. Holloway, nWire, and UPH (collectively, along with UPH-AS, PWAC, and Pac-West, the “Applicants”), by their counsel and pursuant to Section 214 of the Act and Sections 63.03, 63.04, 63.24(c), and 63.24(e) of the Commission’s Rules, concurrently hereby request that the Commission grant them the authority necessary to the transfer of control of nWire from Mr. Holloway to the general shareholders of UPH.

The Applicants respectfully request streamlined treatment of this Application, pursuant to Sections 63.03 and 63.12 of the Commission’s Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the

¹ The Commission granted approval to Pac-West to assign a customer base to U.S. Telepacific Corp. in File No. ITC-ASG-20050105-00034 on March 4, 2005. Pac-West continues to operate under its original International 214 authority.

Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i), because: (1) post-close, Pac-West and nWire (including any affiliates, as that term is defined in Section 3(1) of the Act) will have a market share of less than ten percent (10%) in the interstate, interexchange market, and will provide competitive services exclusively in areas served by a dominant local carrier not a party to this Transaction, and (2) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service. This Application also qualifies for streamlined treatment under Section 63.12, because, in accordance with Section 63.12(c): (1) post-close, Pac-West will continue to be affiliated with a foreign carrier which lacks market power in its destination market;² (2) Pac-West is not affiliated with any dominant U.S. carrier whose international switched or private line services Pac-West seeks authority to resell, nor will Pac-West be so affiliated post-close; and (3) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

In support of this Application, the Applicants provide the following information:

I. APPLICANTS

A. UPH Holdings, Inc.

UPH Holdings, Inc. is a corporation formed under the laws of the State of Delaware and is headquartered at 6500 River Place Boulevard, Building 2, Suite 200, Austin, Texas 78730. UPH is a privately held, non-operating holding company with investments in companies operating in the data and voice communications industries. UPH does not currently hold any authorizations to provide telecommunications services. UPH has one indirect subsidiary that holds authorizations to provide telecommunications services, nWire, LLC. Outside of nWire,

² As discussed below, Pac-West is affiliated with a number of non-dominant foreign carriers through its ultimate parent, Columbia Ventures Corporation. The Commission reviewed these affiliations in *Domestic Section 214 Application Filed for the Transfer of Control of Pac-West Telecomm, Inc. to Columbia Ventures Corporation*, WC Docket 07-4, DA 07-771 (rel. Feb. 20, 2007).

neither UPH nor its current owners hold a ten percent (10%) or greater ownership interest in any company that provides domestic or foreign telecommunications services.

B. nWire, LLC

nWire, a limited liability company, was formed under the laws of the State of Delaware with its headquarters at 6500 River Place Boulevard, Building 2, Suite 200, Austin, Texas 78730. nWire is certified as a non-dominant carrier authorized to provide telecommunications services in the following states: Texas, Arkansas, and Oklahoma. nWire also provides domestic interstate telecommunications services pursuant to blanket domestic Section 214 authority. nWire currently offers all forms of telecommunications including: telephone exchange service, exchange access and telephone toll service.³ As a result of this transaction, nWire will be a sister company to Pac-West.

C. J. Michael Holloway

J. Michael Holloway, a U.S. citizen, currently holds an indirect 68.08 percent ownership interest in UPH. Mr. Holloway is Chief Executive Officer of UPH and Manager of nWire. Other than through UPH, none of Mr. Holloway's ownership interests in U.S. telecommunications service providers exceeds 10 percent. Following consummation of the Transaction, Mr. Holloway will hold an indirect 44.58 percent ownership interest in UPH.

D. UPH Acquisition Sub Inc.

UPH Acquisition Sub Inc. is a California corporation, headquartered at 6500 River Place Boulevard, Building 2, Suite 200, Austin, Texas 78730. UPH-AS is a wholly-owned subsidiary of UPH. UPH-AS was formed for Pac-West to merge into, with Pac-West being the surviving entity. UPH-AS does not hold any authorizations to provide telecommunications services.

³ nWire does not provide telecommunications services to any foreign destination.

E. Pac-West Telecomm, Inc.

Pac-West is a corporation formed under the laws of the State of California, and headquartered at 4210 Coronado Avenue, Stockton, California 95204. Pac-West is a certified non-dominant carrier authorized to provide telecommunications services in the following states: Alabama, Arizona, California, Colorado, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Kansas, Kentucky, Louisiana, Massachusetts, Michigan, Minnesota, Nevada, New Jersey, New Mexico, New York, North Carolina, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Washington, Wisconsin, and Wyoming. Pac-West is also certified as a competitive carrier in the District of Columbia. Pac-West currently offers all forms of telecommunications including: local and long distance origination and termination; switched and special access; 8YY originating access and 8YY services; managed modem; and colocation services. Pac-West also provides interstate telecommunications services pursuant to domestic blanket authority provided under Section 214 of the Act. In addition, Pac-West provides international telecommunications services pursuant to its international Section 214 authority (see FCC File No. ITC-ASG-19960701-00287, formerly known as File No. ITC-96-371-AL).

Pac-West has a wholly-owned subsidiary, Pac-West Telecomm of Virginia, Inc. (FRN: 0014342661), which provides all forms of telecommunications within the Commonwealth of Virginia including: switched and special access; 8YY originating access and 8YY services; managed modem; and collocation services. Pac-West Telecomm of Virginia, Inc. also provides interstate telecommunications services pursuant to domestic blanket authority provided under Section 214 of the Act.

Pac-West has an additional wholly-owned subsidiary, Tex-Link Communications, Inc., which provides all forms of telecommunications within the State of Texas including: switched and special access; 8YY originating access and 8YY services; managed modem; and collocation

services. Tex-Link Communications, Inc. also provides interstate telecommunications services pursuant to domestic blanket authority provided under Section 214 of the Act.

F. Pac-West Acquisition Company, LLC

Pac-West is a wholly-owned subsidiary of Pac-West Acquisition Company, LLC (“PWAC”), a limited liability company, formed under the laws of the State of Washington, with a principal place of business located at 203 S.E. Park Plaza Drive, Suite 270, Vancouver, Washington 98684. PWAC is a wholly-owned subsidiary of Columbia Ventures Corporation (“CVC”), a privately-owned Washington corporation, with its principal place of business located at 203 S.E. Park Plaza Drive, Suite 270, Vancouver, Washington 98687. PWAC does not hold any authorizations to provide telecommunications services. A corporate diagram of Pac-West’s current structure is included as *Exhibit A*.

CVC is an investment company that owns and operates a portfolio of telecommunications companies and a small number of manufacturing businesses around the world. In addition to PWAC, CVC holds interest in telecommunications companies that hold authority to provide both domestic and international telecommunications services from the Commission, including Hibernia Atlantic U.S. LLC (f/k/a Columbia Ventures U.S. Acquisition LLC). Hibernia Atlantic U.S. LLC is a wholly owned subsidiary of Hibernia Group ehf (“Hibernia Group”), an Icelandic company which holds authority to provide international telecommunications services pursuant to an authorization issued by the Commission in File No. ITC-214-20100303-00093. Hibernia Group ehf, of which CVC holds an 83.4 percent ownership share, also owns a number of additional companies that do business under the Hibernia Atlantic name: Hibernia Atlantic Cable System Limited (f/k/a CVC Acquisition Company (Ireland) Limited), Hibernia Atlantic (UK) Limited (f/k/a CVC Acquisition Company (UK) Limited), Hibernia Atlantic

Communications (Canada) Company (f/k/a CVC Acquisition Company (Canada) Ltd.), Hibernia Atlantic (NI) Ltd., and Hibernia International Assets Inc. (f/k/a CVC Acquisition (Cayman Islands) Corporation)⁴ (together with Hibernia Atlantic U.S. LLC, the “Hibernia Companies”).⁵ Hibernia Group, through certain of its subsidiaries, owns a trans-Atlantic fiber-optic network linking Lynn, Massachusetts, Halifax, Canada, Dublin, Ireland and Southport, England. In the U.S., Hibernia U.S. LLC provides primarily high-capacity international circuits at this time. None of the foreign Hibernia Companies has market power in its destination market.

CVC holds ownership interests in two other foreign telecommunications carriers, Pivotel Group Pty. Ltd., and Magnet Networks Ltd. (“Magnet”). CVC’s wholly-owned subsidiary Columbia Ventures (Australia) Pty. Ltd. holds a 50 percent interest in Pivotel Group Pty. Ltd., a provider of competitive wireless services in Australia and New Zealand. Pivotel Group Pty. Ltd. does not have market power in Australia. CVC’s wholly-owned subsidiary CVC Iceland Holding II ehf holds a 100 percent interest in Magnet. Magnet is a Dublin, Ireland based communications company that provides telephone, internet, and video services in and around Dublin. Magnet does not have market power in Ireland.

Kenneth D. Peterson, Jr., a U.S. citizen, holds 100 percent of the ownership interest in CVC. Mr. Peterson is the Chief Executive Officer, Chairman and Founder of CVC. Other than through CVC, none of Mr. Peterson’s ownership interests in U.S. telecommunications service providers exceeds 10 percent.

⁴ Hibernia International Assets Inc. does not provide telecommunications services. It is an asset holding company that holds the portions of the Hibernia Companies’ trans-Atlantic fiber-optic network in international waters.

⁵ Hibernia Group ehf also owns Hibernia Atlantic (Singapore) Private Limited, which was organized in May 2011. Hibernia Atlantic (Singapore) Private Limited is expected to commence providing broadband telecommunications services within the next six months.

II. DESIGNATED CONTACTS

The designated contacts for questions concerning this Application are:

For UPH, UPH-AS, J. Michael Holloway, and nWire:

UPH Holdings, Inc.
Attn: Gary Egger
6500 River Place Boulevard
Building 2, Suite 200
Austin, TX 78730
Telephone: (512) 735-1200
Facsimile: (512) 735-1220
E-Mail: legal@pointone.com

With a copy to:

Jonathan B. Mirsky
Darah S. Franklin
Wiltshire & Grannis LLP
1200 Eighteenth Street NW
Suite 1200
Washington, DC 20036
Telephone: (202) 730-1300
Facsimile: (202) 730-1301
E-Mail: jmirsky@wiltshiregrannis.com
dfranklin@wiltshiregrannis.com

For Pac-West and PWAC:

James Mertz
Vice President, Regulatory
Pac-West Telecomm, Inc.
4550 Lakefield Bend
Berkeley Lake, GA 30096
Telephone: (510) 380-5987
E-Mail: legal@pacwest.com

III. DESCRIPTION OF THE TRANSACTION

Pursuant to a Reorganization Agreement dated August 30, 2011 ("Agreement"), by and among UPH, UPH-AS, PWAC, and Pac-West, at the closing of the Transaction the capital stock of Pac-West will be exchanged for, and converted into common stock of UPH. The current shareholders in PWAC, the parent company of Pac-West, will obtain 29.45 percent ownership interest in UPH. Pac-West will be merged into UPH-AS, a wholly-owned subsidiary of UPH, with Pac-West as the surviving entity (and thus a direct subsidiary of UPH). Pac-West's wholly-owned subsidiaries Pac-West Telecom of Virginia, Inc. and Tex-Link Communications, Inc. will continue to operate as wholly-owned subsidiaries of Pac-West (which will be owned by UPH).

Mr. Holloway, who currently holds a 68.08 percent ownership interest in UPH, will hold a 44.58 percent ownership interest in UPH at the close of the Transaction. nWire will continue to operate as a wholly-owned subsidiary of UPH. As a result, *de jure* control of nWire will transfer from Mr. Holloway to the general shareholders of UPH.

A diagram of the post-close structure of the Applicants is included as ***Exhibit B***.

The proposed transfers of control of Pac-West (from CVC to UPH) and nWire (from Mr. Holloway to the shareholders of UPH generally) will have no adverse impact on the customers. Pac-West's customers and nWire's customers will continue to receive their existing services at the same rates, terms and conditions that they have prior to the transfer and any future changes in the rates, terms and conditions of service will be made consistent with Commission requirements. Pac-West and nWire will continue to be managed by personnel with significant experience in the telecommunications industry. Pac-West may realize additional infusion of capital to support further expansion of Pac-West's current operations.

IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

- (a) Name, address and telephone number of the parties:

Pac-West Telecomm, Inc.
4210 Coronado Avenue
Stockton, CA 95204
Telephone: (510) 380-5987

Pac-West Acquisition Company, LLC
203 S.E. Park Plaza Drive, Suite 270
Vancouver, WA 98684
Telephone: (510) 380-5987

UPH Holdings, Inc.
6500 River Place Boulevard, Building 2, Suite 200
Austin, TX 78730
Telephone: (512) 735-1200

UPH Acquisition Sub Inc.
6500 River Place Boulevard, Building 2, Suite 200
Austin, TX 78730
Telephone: (512) 735-1200

(b) Pac-West is a corporation organized under the laws of California. PWAC is a limited liability company organized under the laws of Washington. UPH is a corporation organized under the laws of Delaware. UPH-AS is a corporation organized under the laws of California.

- (c) Correspondence concerning this Application should be sent to:

For UPH and UPH-AS:

UPH Holdings, Inc.
Attn: Gary Egger
6500 River Place Boulevard
Building 2, Suite 200
Austin, TX 78730
Telephone: (512) 735-1200
Facsimile: (512) 735-1220

With a copy to:

Jonathan B. Mirsky
Darah S. Franklin
Wiltshire & Grannis LLP

1200 Eighteenth Street NW
Suite 1200
Washington, DC 20036
Telephone: (202) 730-1300
Facsimile: (202) 730-1301
E-Mail: jmirsky@wiltshiregrannis.com
dfranklin@wiltshiregrannis.com

For Pac-West and PWAC:

James Mertz
Vice President, Regulatory
Pac-West Telecomm, Inc.
4550 Lakefield Bend
Berkeley Lake, GA 30096
Telephone: (510) 380-5987
E-Mail: legal@pacwest.com

(d) Pac-West provides domestic interstate telecommunications services pursuant to blanket domestic Section 214 authority. Pac-West also holds an international Section 214 license, pursuant to FCC File No. ITC-ASG-19960701-00287, formerly known as File No. ITC-96-371-AL. Neither UPH, UPH-AS, nor PWAC holds Section 214 authority.

(h) Following consummation of this Transaction, UPH, a Delaware corporation, will be the 100% parent company owner of Pac-West. UPH is a holding company. The address of UPH is 6500 River Place Boulevard, Building 2, Suite 200, Austin, Texas 78730. As described above, UPH will hold 100% of the equity and voting interests in Pac-West.

The following persons and/or entities may assert a 10% or more ownership interest in UPH post-closing of this Transaction:

Name:	J. Michael Holloway
Address:	6500 River Place Boulevard, Building 2, Suite 200 Austin, TX 78730
Citizenship:	United States
Principal business:	Data services and telecommunications
Ownership Interest:	44.58% ⁶

Name:	Columbia Ventures Corporation
Address:	203 S.E. Park Plaza Drive, Suite 270 Vancouver, WA 98684
Citizenship:	Washington corporation

⁶ J. Michael Holloway, a trustee of the Holloway Family Trust, owns 5% of JMH Partnership LP ("JMH"), and the Holloway Family Trust owns 95% of JMH. Mr. Holloway is also the general partner of JMH. JMH owns 11.25% of UPH and 100% of UPTel, LLC, which owns 56.83% of UPH.

Principal Business: Telecommunications
Ownership Interest: 29.45%

Name: CIT Group\Equity Investments, Inc.
Address: CIT Winding Services
1 CIT Drive
Livingston, NJ 07039
Citizenship: New Jersey corporation
Principal Business: Financial Services
Ownership Interest: 10.22%

Columbia Ventures Corporation has one owner:

Name: Kenneth D. Peterson, Jr.
Address: 203 S.E. Park Plaza Drive, Suite 270
Vancouver, WA 98684
Citizenship: United States
Principal Business: Telecommunications
Ownership Interest: 100%

Following consummation of the proposed Transaction, the Applicants will not have any interlocking directorates with a foreign carrier except for Hibernia Atlantic Cable System Limited, Hibernia Atlantic (UK) Limited, Hibernia Atlantic Communications (Canada) Company, Hibernia Group, Hibernia Atlantic (NI) Ltd., Magnet, and Pivotel Group Pty. Ltd. Mr. Peterson is a director of CVC, PWAC, and each of CVC's foreign carrier subsidiaries.

(i) As evidenced by the signature of its authorized representative to this Application, UPH certifies that, following consummation of the proposed Transaction, 1) neither Pac-West, UPH, nor any of Pac-West's or UPH's subsidiaries will be a foreign carrier, and 2) Pac-West, UPH, Pac-West's subsidiaries, and UPH subsidiaries will be affiliated with foreign non-dominant carriers in Australia, Canada, Iceland, Ireland, New Zealand, and the United Kingdom.

(j) As evidenced by the signature of its authorized representative to this Application, UPH certifies as follows:

(i) through its acquisition of Pac-West, UPH does not seek to provide international telecommunications services to any destination country where, once the Transaction closes, either UPH, Pac-West, Pac-West's subsidiaries, or UPH's subsidiaries is a foreign carrier;

(ii) through its acquisition of Pac-West, UPH does not seek to provide international telecommunications services to any destination country where, once the Transaction closes, either UPH, Pac-West, Pac-West's subsidiaries or UPH's subsidiaries controls a foreign carrier;

(iii) Mr. Peterson, who will own more than 25% of UPH, Pac-West, Pac-West's subsidiaries, and UPH's subsidiaries, through his ownership of CVC controls a foreign carrier in Australia, Canada, Iceland, Ireland, New Zealand, and the United Kingdom; and through its acquisition of Pac-West, UPH (through Pac-West) seeks to provide international telecommunications services to those countries; and

(iv) through its acquisition of Pac-West, UPH does not seek to provide international telecommunications services to any destination country where, once the Transaction closes, no two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25% of UPH, Pac-West, Pac-West's subsidiaries, or UPH's subsidiaries and are parties to, or beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Australia, Canada, Iceland, Ireland, New Zealand, and the United Kingdom are all members of the World Trade Organization ("WTO").

(l) Upon completion of the Transaction, Pac-West may continue to resell international switched access services of unaffiliated U.S. carriers in order to provide international services to countries where Pac-West has a foreign carrier affiliation. Pac-West should continue to be presumptively found to be non-dominant pursuant to Section 63.10(a)(3) of the Commission's Rules. Pivotel Group Pty. Ltd., Magnet, and the Hibernia Companies (collectively, the "CVC Foreign Carrier Affiliates") are not listed on the Commission's List of Foreign Telecommunications that are presumed to Possess Market Power in Foreign Telecommunications Markets, released January 26, 2007. The Commission implicitly acknowledged that none of the CVC Foreign Carrier Affiliates had market power in their respective destination markets when it retained the non-dominant status of Pac-West when it granted the transfer of control of Pac-West to CVC in IB File No. ITC-T/C-20061228-00588.⁷

(m) Pac-West will continue to qualify for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission's Rules because it is not a foreign carrier and, as demonstrated above in paragraph (k), its proposed affiliation will be with non-dominant foreign carriers in Australia, Canada, Iceland, Ireland, New Zealand, and the United Kingdom, which are all members of the WTO.

(n) As evidenced by the signature of its authorized representative to this Application, Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and that they will not enter into such agreements in the future.

⁷ The Public Notice granting approval of the transfer of control of Pac-West to CVC was released on February 15, 2007 (DA No. 07-676).

(o) As evidenced by the signature of their authorized representatives to this Application, the Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) The Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined processing because (i) post-close, Pac-West will continue to be affiliated with a foreign carrier which lacks market power in its destination market; (ii) Pac-West is not affiliated with any dominant U.S. carrier whose international switched or private line services Pac-West seeks authority to resell, nor will Pac-West be so affiliated post-close; and (iii) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES FOR PAC-WEST

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control Application for Pac-West is provided at *Exhibit C*.

VI. INFORMATION REQUIRED BY SECTION 63.04(a) OF THE COMMISSION'S RULES FOR NWIRE

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the Applicants provide the following information in support of their request:⁸

(a)(1): Name, address and telephone number of the parties:

Pac-West Telecomm, Inc.
4210 Coronado Avenue
Stockton, CA 95204
Telephone: (510) 380-5987

Pac-West Acquisition Company, LLC
203 S.E. Park Plaza Drive, Suite 270
Vancouver, WA 98684
Telephone: (510) 380-5987

UPH Holdings, Inc.
6500 River Place Boulevard, Building 2, Suite 200

⁸ As set forth in Section V, the additional information required under Section 63.04(b) of the Commission's Rules for the domestic Section 214 transfer of control application for Pac-West is provided at *Exhibit C*.

Austin, TX 78730
Telephone: (512) 735-1200

UPH Acquisition Sub Inc.
6500 River Place Boulevard, Building 2, Suite 200
Austin, TX 78730
Telephone: (512) 735-1200

nWire, LLC
6500 River Place Boulevard, Building 2, Suite 200
Austin, TX 78730
Telephone: (512) 735-1200

J. Michael Holloway
UPH Holdings, Inc.
6500 River Place Boulevard, Building 2, Suite 200
Austin, TX 78730
Telephone: (512) 735-1200

(a)(2): Pac-West is a corporation organized under the laws of California. PWAC is a limited liability company organized under the laws of Washington. UPH is a corporation organized under the laws of Delaware. UPH-AS is a corporation organized under the laws of California. nWire, LLC is a limited liability company organized under the laws of Delaware.

(a)(3): Correspondence concerning this Application should be sent to:

For UPH, UPH-AS, nWire, and J. Michael Holloway:

UPH Holdings, Inc.
Attn: Gary Egger
6500 River Place Boulevard
Building 2, Suite 200
Austin, TX 78730
Telephone: (512) 735-1200
Facsimile: (512) 735-1220

With a copy to:

Jonathan B. Mirsky
Darah S. Franklin
Wiltshire & Grannis LLP
1200 Eighteenth Street NW
Suite 1200
Washington, DC 20036
Telephone: (202) 730-1300
Facsimile: (202) 730-1301

E-Mail: jmirsky@wiltshiregrannis.com
dfranklin@wiltshiregrannis.com

For PWAC:

James Mertz
Vice President, Regulatory
Pac-West Telecomm, Inc.
4550 Lakefield Bend
Berkeley Lake, GA 30096
Telephone: (510) 380-5987
E-Mail: legal@pacwest.com

(a)(4): The following persons and/or entities may assert a 10% or more ownership interest in UPH post-closing of this Transaction:

Name: J. Michael Holloway
Address: 6500 River Place Boulevard, Building 2, Suite 200
Austin, TX 78730
Citizenship: United States
Principal business: Data services and telecommunications
Ownership Interest: 44.58%⁹

Name: Columbia Ventures Corporation
Address: 203 S.E. Park Plaza Drive, Suite 270
Vancouver, WA 98684
Citizenship: Washington corporation
Principal Business: Telecommunications
Ownership Interest: 29.45%

Name: CIT Group\Equity Investments, Inc.
Address: CIT Winding Services
1 CIT Drive
Livingston, NJ 07039
Citizenship: New Jersey corporation
Principal Business: Financial Services
Ownership Interest: 10.22%

Columbia Ventures Corporation has one owner:

Name: Kenneth D. Peterson, Jr.
Address: 203 S.E. Park Plaza Drive, Suite 270

⁹ J. Michael Holloway, a trustee of the Holloway Family Trust, owns 5% of JMH Partnership LP ("JMH"), and the Holloway Family Trust owns 95% of JMH. Mr. Holloway is also the general partner of JMH. JMH owns 11.25% of UPH and 100% of UPTel, LLC, which owns 56.83% of UPH.

Vancouver, WA 98684
Citizenship: United States
Principal Business: Telecommunications
Ownership Interest: 100%

(a)(5): As evidenced by the signature of their authorized representatives to this Application, the Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(a)(6): The proposed Transaction is described in Section III of the Application.

(a)(7): A description of the geographic service areas and services provided in each area is described in Section I of the Application.

(a)(8): This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because following consummation of the proposed Transaction, nWire (including any affiliates, as that term is defined in Section 3(1) of the Act) will have a market share in the interstate, interexchange market of less than ten percent (10%), and will provide competitive services exclusively in areas served by a dominant local exchange carrier that is not party to the Transaction. Finally, neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

(a)(9): There are no other Commission applications related to the Transaction.

(a)(10): Applicants are not requesting special consideration due to imminent business failure.

(a)(11): There are no separately filed waiver requests being sought in conjunction with the Transaction.

(a)(12): The proposed Transaction is in the public interest for the reasons detailed in section VII of the Application.

VII. PUBLIC INTEREST STATEMENT

The changes described in this Application will have no impact on public interest considerations. The entities offering service to customers, Pac-West, its wholly-owned subsidiaries, Pac-West Telecom of Virginia, Inc. and Tex-Link Communications, Inc., and nWire will not change, and there will be no change to the rates, terms and conditions of the services they provide. Pac-West, its subsidiaries, and nWire will continue to be managed by persons with significant experience in the telecommunications industry. Further, this transaction

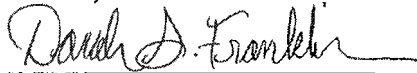
may provide Pac-West, its subsidiaries, and nWire with additional capital to support and expand their operations.

The Applicants note that there are a number of other carriers operating in each market, including the incumbent carrier, which in each market controls a substantial market share. Pac-West and nWire are two of these competitive carriers.

WHEREFORE, the Applicants respectfully request that the Commission approve the transfer of control of Pac-West Telecomm, Inc., and its wholly-owned subsidiaries, Pac-West Telecom of Virginia, Inc. and Tex-Link Communications, Inc., from CVC to UPH; the transfer of control of nWire, LLC from J. Michael Holloway to the shareholders of UPH generally; and whatever further relief that the Commission deems is appropriate to consummate the transactions described herein.

Respectfully submitted,

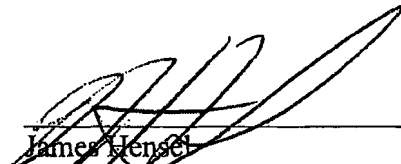
UPH Holdings, Inc.
UPH Acquisition Sub Inc.
J. Michael Holloway
nWire, LLC



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Their Counsel

Pac-West Telecomm, Inc.
Pac-West Acquisition Company, LLC



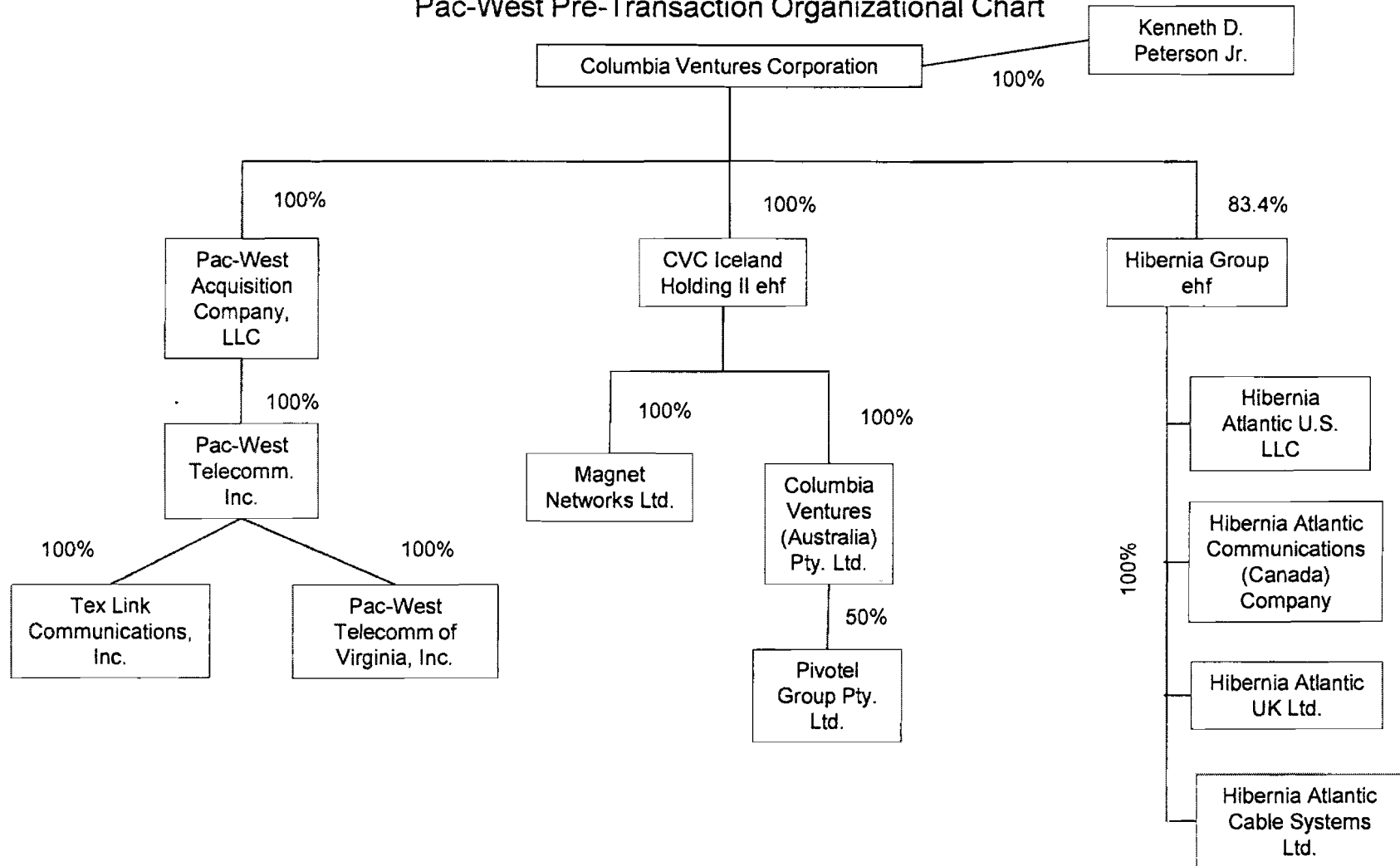
~~James Hensel~~
Chief Executive Officer
Pac-West Telecomm., Inc.
4210 Coronado Avenue
Stockton, CA 95204
Telephone: (510) 380-5987

Dated: October 5, 2011

EXHIBIT A

Current Corporate Structure

Pac-West Pre-Transaction Organizational Chart



UPH Pre-Transaction Organizational Chart

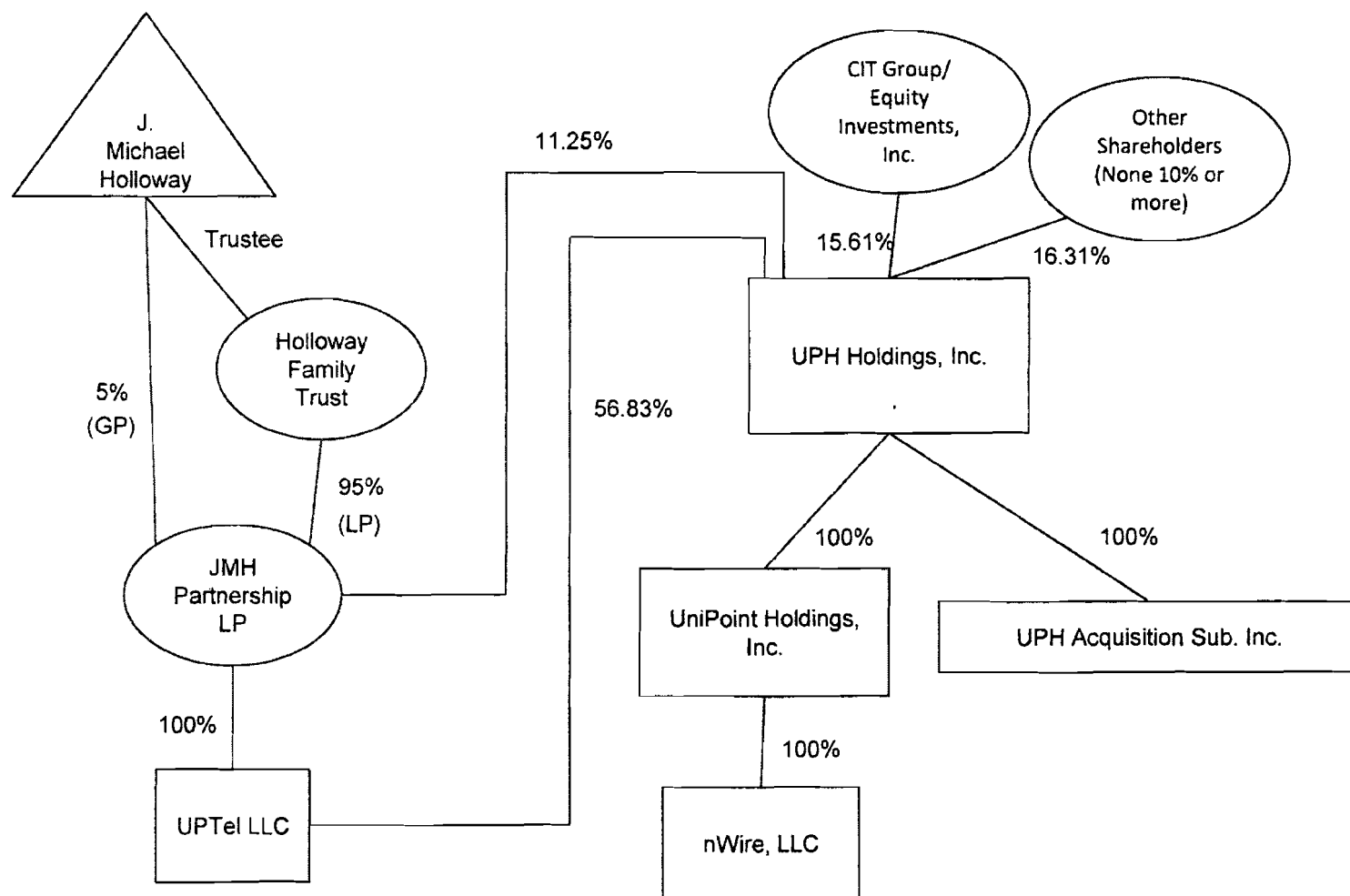
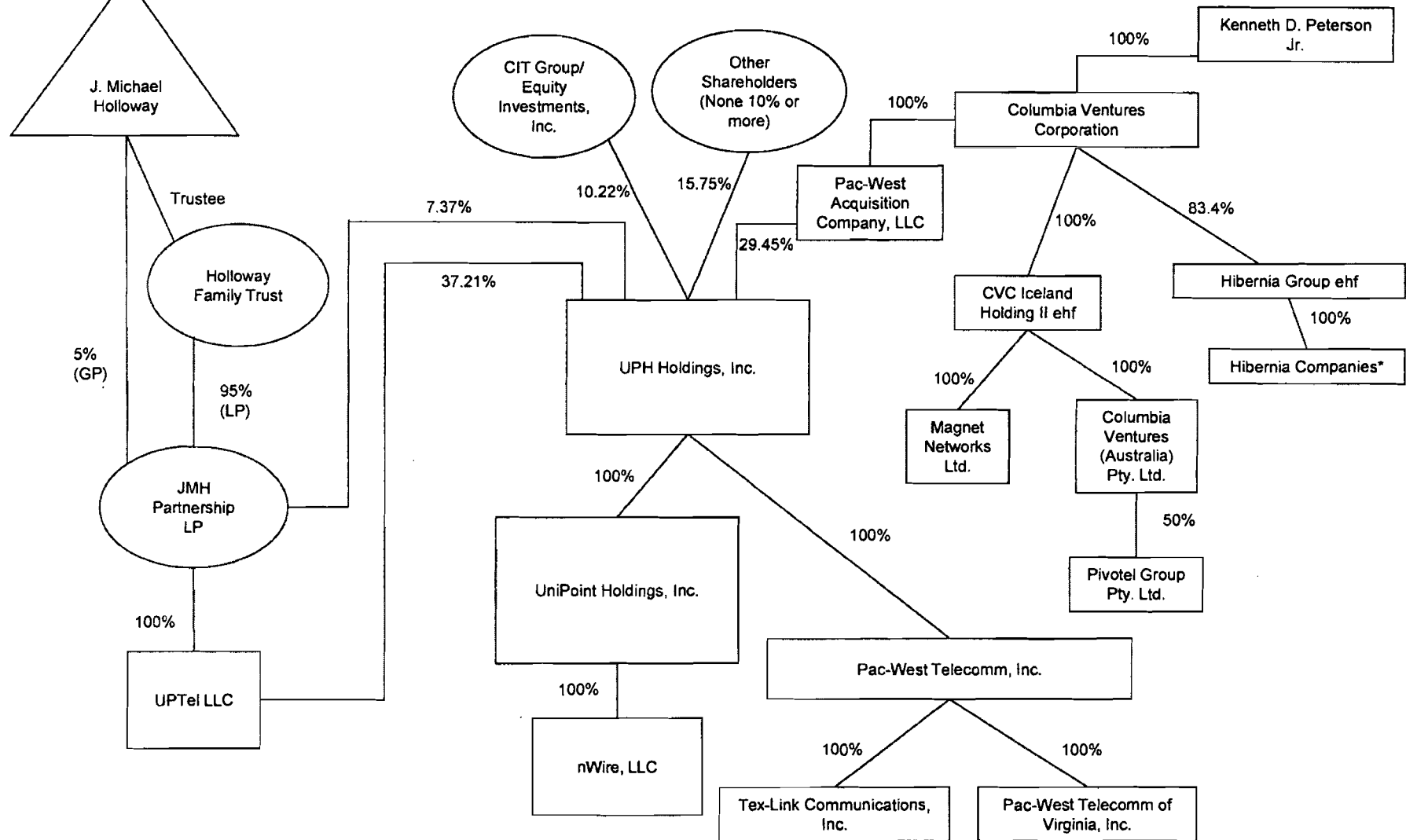


EXHIBIT B

Proposed Corporate Structure

Post-Transaction Organizational Chart



*The Hibernia Companies are Hibernia Atlantic U.S. LLC (f/k/a Columbia Ventures U.S. Acquisition LLC), Hibernia Atlantic Cable System Limited (f/k/a CVC Acquisition Company (Ireland) Limited), Hibernia Atlantic (UK) Limited (f/k/a CVC Acquisition Company (UK) Limited), Hibernia Atlantic Communications (Canada) Company (f/k/a CVC Acquisition Company (Canada) Ltd.), and Hibernia Atlantic (NI) Ltd. (a 100% wholly owned subsidiary of Hibernia Atlantic (UK) Limited).

EXHIBIT C

DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of their request.

63.04(a)(6): Description of Transaction

The proposed Transaction is described in Section III of the Application.

63.04(a)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is described in Section I of the Application.

63.04(a)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because following consummation of the proposed Transaction, UPH and its affiliates (as that term is defined in Section 3(1) of the Act) will have a market share in the interstate, interexchange market of less than ten percent (10%), and will provide competitive services exclusively in areas served by a dominant local exchange carrier that is not party to the Transaction. Finally, neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

63.04(a)(9): Other Pending Commission Applications Concerning the Proposed Transaction

None.

63.04(a)(10): Special Considerations

None.

63.04(a)(11): Waiver Request (If Any)

None.

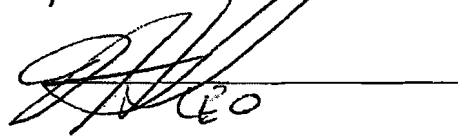
63.04(a)(12): Public Interest Statement

The proposed Transaction is in the public interest for the reasons detailed in Section VII of the Application.

VERIFICATION

I, James Hensel, am Chief Executive Officer of Pac-West Telecomm, Inc. and am authorized to represent it and its affiliates, and to make this verification on their behalf. The statements in the foregoing document relating to Pac-West Telecomm, Inc. and its affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

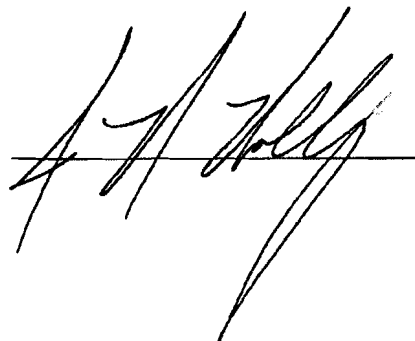
I declare under penalty of perjury that the foregoing is true and correct. Executed this 5th day of October, 2011.

Pac-west Telecomm, Inc.

CEO

VERIFICATION

I, J. Michael Holloway, am the Chief Executive Officer of UPH Holdings, Inc. and am authorized to represent it and its affiliates, and to make this verification on their behalf. The statements in the foregoing document relating to UPH Holdings, Inc. and its affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 5th day of October, 2011.

A handwritten signature in black ink, appearing to read "J. Michael Holloway", is written over a horizontal line.